

RECORDATION NO. 24879-A FILED

ALVORD AND ALVORD
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MAR 31 '04 2-25 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 31, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated March 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Investors Building, Suite 300
Minneapolis, MN 55479-2048

Mr. Vernon A. Williams
March 31, 2004
Page Two

A description of the railroad equipment covered by the enclosed document is:

50 railcars: (3) AEX 7267, AEX 7293, AEX 7335 and (47) within the series AEX 8583 - AEX 8953

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made effective as of March 1, 2004, by and between The Andersons, Inc. ("Assignor") and Wells Fargo Equipment Finance, Inc. ("Assignee").

WHEREAS, The Andersons, Inc., as Lessor, and Cargill, Inc., as Lessee, have heretofore entered into that certain Full Service Lease Agreement Lease #199503-CAR dated June, 19, 1995 and Rider #199503-CAR, Deal #R00234 dated June 4, 2003 (collectively, the "Lease") pertaining to the rail cars described therein ("Rail Car(s)"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number _____.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid to Assignee, and other good and valuable consideration, the receipt and sufficiency of which are hereby assigns to Assignee all right, title and interest of Assignor in, to and under _____ h assignment.

This Assignment may be executed in any number of copies, each of which shall be equally original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed on _____ t constituting an original but altogether only one and the same assignment.

_____ cuted as of the

ASSIGNOR: THE ANDERSONS, INC.

By: Gary Smith
Gary Smith
Title: Vice President, Finance & Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance & Treasurer of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 31st day of March, 2004.



Marian R. Emch
Notary Public
My Commission Expires: 1-19-2009

MARIAN R. EMCH
Notary Public, State of Ohio
Commission Expires 1-19-2009

ASSIGNEE: WELLS FARGO EQUIPMENT FINANCE, INC.

By:

Name: PATTI H DEYOUNG

Title: SENIOR CONTRACT ADMIN

STATE OF Minnesota)
) ss:
COUNTY OF Hennepin)

Before me, a Notary Public, in and for said county and state, personally appeared Patti H DeYoung the Senior Contract Admin of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Minneapolis, MN this 24th day of March, 2004.

[Signature]
Notary Public

My Commission Expires January 31, 2005



EXHIBIT "A"
Cargill, Inc.
#199503-CAR
R00234
(50) C/H CARS

CAR NUMBERS			CAR NUMBERS		
1	AEX	7335	26	AEX	8675
2	AEX	8583	27	AEX	8676
3	AEX	8622	28	AEX	8679
4	AEX	8623	29	AEX	8680
5	AEX	8624	30	AEX	8691
6	AEX	8625	31	AEX	8694
7	AEX	8626	32	AEX	8695
8	AEX	8627	33	AEX	8704
9	AEX	8630	34	AEX	8706
10	AEX	8633	35	AEX	8707
11	AEX	8637	36	AEX	8709
12	AEX	8638	37	AEX	8710
13	AEX	8640	38	AEX	8711
14	AEX	8641	39	AEX	8712
15	AEX	8642	40	AEX	8717
16	AEX	8645	41	AEX	8718
17	AEX	8646	42	AEX	8719
18	AEX	8648	43	AEX	8741
19	AEX	8650	44	AEX	8746
20	AEX	8652	45	AEX	8747
21	AEX	8653	46	AEX	8748
22	AEX	8658	47	AEX	8749
23	AEX	8666	48	AEX	8953
24	AEX	8667	49	AEX	7267
25	AEX	8669	50	AEX	7293

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/31/04



Robert W. Alvord